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Proposed Counsel for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
CLUB VENTURES INVESTMENTS LLC, <i>et al.</i> , ¹)	Case No. 11-10891 (ALG)
)	
Debtors.)	
)	Jointly Administered
)	

DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES

The above captioned debtor (the "Debtor"), hereby submits its Schedules of Assets and Liabilities (the "Schedules"). The Debtor and its affiliates form a premiere boutique gym company operating stylish, upscale fitness clubs in four metropolitan areas in the United States under the name DavidBartonGym. The Debtor's business is managed by its Chief Executive Officer, David Barton, and its Chief Financial Officer, Stephen Schwartz, who are responsible for maintaining the Debtor's books and records. Based on the information available to these executives, the Debtor has attempted to provide complete and accurate information, but no assurance can be made that the information is complete and accurate, as

¹ The following cases are jointly administered: 11-10891; 11-10892; 11-10894; 11-10893; 11-10896; 11-10895; 11-10897; 11-10900; 11-10898; 11-10899; 11-10901; 11-10902; 11-10903; 11-10905; 11-10904; 11-10906; 11-10907; 11-10908.

the books and records of the Debtor have not been audited or verified. The Debtor is, however, continuing to review and update the books and records and other financial information, and the information provided in the Schedules may need to be augmented or corrected in the future. Nothing contained in or omitted from the Schedules constitutes or should be deemed an admission by the Debtor, and the Debtor reserves the right to amend the Schedules periodically to the extent necessary to reflect new or additional information.

Any failure to designate a claim or lien listed on the Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtor that such claim or lien is not “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to dispute, or to assert offsets or defenses to, (i) any claim reflected on the Schedules as to amount, liability, priority, or classification, or (ii) any lien reflected on the Schedules as to validity, priority, or extent, or to otherwise subsequently designate any claim or lien as “disputed,” “contingent,” or “unliquidated.” Similarly, the designation of a contract or lease as “executory” does not constitute an admission by the Debtor that such contract or lease exists or is in fact “executory,” and the Debtor reserves the right to dispute that such contract or lease exists or is in fact “executory.”

Dated: Los Angeles, California
April 21, 2011

PEITZMAN, WEG & KEMPINSKY LLP

By: /s/ David B. Shemano

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Proposed Counsel for Debtors and Debtors-in-Possession

United States Bankruptcy Court
Southern District of New York

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor’s assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor’s liabilities. Individual debtors also must complete the “Statistical Summary of Certain Liabilities and Related Data” if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 0.00		
B - Personal Property	Yes	4	\$ 327,921.02		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	2		\$65,829,149.58	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	6		\$ 5,207,951.19	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	7			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtors(s)	No				\$
TOTAL		24	\$ 327,921.02	\$71,037,100.77	

Total▶	0.00
(Report also on Summary of Schedules.)	

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	x			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home stead associations, or credit unions, brokerage houses, or cooperatives.		Checking Account (Account #xxxxxxx6533), Bank of America, New York, NY		203,061.02
3. Security deposits with public utilities, telephone companies, land lords, and others.	x			
4. Household goods and furnishings, including audio, video, and computer equipment.	x			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	x			
6. Wearing apparel.	x			
7. Furs and jewelry.	x			
8. Firearms and sports, photographic, and other hobby equipment.	x			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	x			
10. Annuities. Itemize and name each issuer.	x			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	x			

In re Club Ventures Investments LLC,
DebtorCase No. 11-10891
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	x			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	x	See attached Exhibit B-13		Unknown
14. Interests in partnerships or joint ventures. Itemize.				
15. Government and corporate bonds and other negotiable and non negotiable instruments.	x			
16. Accounts receivable.		Due from shareholder D.Barton; New York, NY		124,860.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	x			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	x			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A Real Property.	x			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	x			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	x			

In re Club Ventures Investments LLC,
DebtorCase No. 11-10891
(If known)**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
1 continuation sheets attached Total▶				\$ 327,921.02

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

EXHIBIT B-13
Interests in Partnerships or Joint Ventures

Description	Location	Equity Interest	Value
Club Ventures II, LLC	215 West 23rd Street New York, NY 10011	100%	Unknown
CV 2, LLC	215 West 23rd Street New York, NY 10011	100%	Unknown
CV II Gym, LLC	215 West 23rd Street New York, NY 10011	100%	Unknown
Club Ventures III, L.L.C.	600 West Chicago Avenue Chicago, IL 60610	100%	Unknown
CV 3, LLC	600 West Chicago Avenue Chicago, IL 60610	100%	Unknown
CV III Gym, LLC	600 West Chicago Avenue Chicago, IL 60610	100%	Unknown
Club Ventures IV, LLC	2301-2399 Collins Avenue Miami Beach, FL	100%	Unknown
CV 4 LEASING, LLC	2301-2399 Collins Avenue Miami Beach, FL	100%	Unknown
CV IV Gym, LLC	2301-2399 Collins Avenue Miami Beach, FL	100%	Unknown
Club Ventures V, LLC	108 N. State Street Chicago, IL	100%	Unknown
Club Ventures VI, LLC	50 West 23rd Street, 5th Fl. New York, NY 10011	100%	Unknown
CV VI, LLC	50 West 23rd Street, 5th Fl. New York, NY 10011	100%	Unknown
CV VII GYM, LLC	30 East 85th Street New York, NY 10028	100%	Unknown
Club Ventures VIII, LLC	4-20 Astor Place New York, NY	100%	Unknown
CV VIII GYM, LLC	4-20 Astor Place New York, NY	100%	Unknown
Club Ventures IX, LLC	1510 Bay Road, 8th Fl. Miami beach, FL 33139	100%	Unknown
Club Ventures X, LLC	NE 8th Street and 112th Avenue, Bellevue, Washington	100%	Unknown
CV X GYM, LLC	NE 8th Street and 112th Avenue, Bellevue, Washington	100%	Unknown
Club Ventures XI, LLC	Wells & Roosevelt Road Chicago, IL	100%	Unknown
Club Ventures XII, LLC	Queensbridge Summerlin, Nevada	100%	Unknown
DB 85 GYM CORP.	30 East 85th Street, New York, NY 10028	100%	Unknown

In re Club Ventures Investments LLC,
DebtorCase No. 11-10891
(If known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.



Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			Loan Agreement (Aug. 2009) and Promissory Note (Dec 2010) secured by 1st lien on substantially all assets of Debtor				11,115,000.00	Unknown
Bank of America, N.A. 767 Fifth Ave. FL. 12A New York, New York 10016	X		VALUE \$					
ACCOUNT NO.			Security and Note Purchase Agreements (2005 - 2009) and Promissory Notes secured by substantially all of the assets of the Debtor				30,568,473.00	Unknown
Praesidian Capital Investors, LP Praesidian II SPV 1 LP 419 Park Ave. South New York, NY 10016	X		VALUE \$					
ACCOUNT NO.			Promissory Notes (2006) and Loan Agreement (2010) secured by substantially all of the assets of the Debtor				23,452,141.00	Unknown
LBN Holding LLC 277 Park Avenue New York, New York 10172	X		VALUE \$					
Subtotal ► (Total of this page)							\$ 65,135,614.00	\$ Unknown
Total ► (Use only on last page)							\$	\$

1 continuation sheets
attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY	
ACCOUNT NO.	x		Various capital equipment leases				211,639.44	Unknown	
Key Equipment Finance 1000 S McCaslin Blvd Superior, CO 80027			VALUE \$						
ACCOUNT NO.	x		Capital equipment lease				11,185.01	Unknown	
Eastern Funding 213 West 35th Street, Suite 1000 New York, NY 10001			VALUE \$						
ACCOUNT NO.	x		Capital equipment lease				9,312.67	Unknown	
NFS Leasing Inc. 900 Cummings Center Suite 302-U Beverly, MA 01915			VALUE \$						
ACCOUNT NO.	x		Various capital equipment leases				461,254.78	Unknown	
VGM Leasing PO Box 77077 Minneapolis, MN 55480			VALUE \$						
ACCOUNT NO.	x		Capital equipment lease				143.68	Unknown	
CIT Group 1540 W. Fountainhead Parkway Tempe, AZ 85282			VALUE \$						
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims							Subtotal (s) ► (Total(s) of this page)	\$ 693,535.58	\$ Unknown
							Total(s) ► (Use only on last page)	\$ 65,829,149.58	\$ Unknown

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Club Ventures Investments LLC ,
Debtor

Case No. 11-10891
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

** Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

0 continuation sheets attached

In re Club Ventures Investments LLC

Debtor

Case No. 11-10891

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.	X		Payroll				4,618.52
ADP, INC. P.O. Box 9001006 Louisville, KY 40290-1006							
ACCOUNT NO.	X		Advertising				6,501.00
Alko Printing 3208 NE 2nd Ave. Miami, FL 33137							
ACCOUNT NO.	X		Credit Card				77,978.73
American Exp - Platinum P.O. Box 360001 Fort Lauderdale,FL 33336-0001							
ACCOUNT NO.	X		Supplies				13,145.72
Americare Systems, Inc. 136 Arlington Avenue Bloomfield, NJ 07003							
Subtotal▶							\$ 102,243.97
Total▶							\$

5

continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

In re Club Ventures Investments LLCCase No. 11-10891

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER	CODEBTOR	HWJC	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Barack Ferrazzano Kirschbaum & Nagelber 200 West Madison Street Chicago, IL 60606			Professional Fees				12,421.07
BMI General Licensing PO Box 406741 Atlanta, GA 30384	X		Supplies				2,525.30
Bulbs.com 243 Stafford St. Worcester, MA 01603	X		Supplies				7,884.99
C2 Imaging LLC 4537 Solutions Center Chicago, IL 60677-4005	X		Advertising				1,647.85
Captured Glory Promotional Branding 5201 NW 36 Street Miami Springs, FL 33166	X		Supplies				2,336.24
CareerBuilder, LLC 13047 Collection Center Drive Chicago, IL 60693-0130	X		Recruiting				2,200.00
CBIZ MHM, LLC 1065 Avenues of the Americas New York, NY 10018			Professional fees				54,162.55
CEMUSA NY, LLC 420 Lexington Avenue New York, NY 10170	X		Advertising				35,325.00
Chromagraphics Press, Inc 3 Martha Drive Melville, NY 11747	X		Advertising				7,298.75
Core Sports Nutrition 154 Marine St. Farmingdale, NY 11735	X		Supplies				14,344.47
Corporation Service Company P.O. Box 13397 Philadelphia, PA 19101-3397	X		Misc				2,191.00

In re Club Ventures Investments LLCCase No. 11-10891

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER	CODEBTOR	HWJC	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
CSI Software 3333 Richmond Avenue Houston, TX 77098	X		Software				10,607.99
CytexOne 50 Hudson Street 3rd Floor New York, NY 10013	X		Trade				3,540.67
DailyCandy, Inc. 584 Broadway New York, NY 10012	X		Advertising				26,503.00
Fed Ex P.O. Box 371461 Pittsburgh, PA 15250-7461	X		Supplies				6,838.99
Fitness Wholesale 1810 Summit Commerce Park Twinsburg, OH 44087	X		Supplies				1,417.99
Grainger DEPT. 864993175 Palatine, IL 60038-0001	X		Supplies				32,078.15
Hub International PO Box 414972 Boston, MA 02241-4972			Insurance				22,174.46
JB&A Real Estate & Development 1101 W. Waterloo Road Edmond, OK 73025			Professional Fees				813.89
Life Fitness 2716 Network Place Chicago, IL 60673-1271	X		Supplies				4,254.54
MaxTex PO Box 463 Alpharetta, GA 30004	X		Supplies				11,046.49
Michael Yeater 521 Fifth Avenue, Suite 3300 New York, NY 10175			Litigation	x	x	x	6,944.44
Mojoware 206 Trenton street West Monroe, LA 71291	X		Supplies				13,267.70

In re Club Ventures Investments LLCCase No. 11-10891

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER	CODEBTOR	HWJC	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
The Morris + King Company 101 Fifth Ave, 8th Floor New York, NY 10003	X		Advertising				8,085.00
Morrison Cohen 909 Third Avenue New York, NY 10022-4784			Professional Fees				115,471.25
Moses & Singer LLP 405 Lexington Avenue New York, NY 10174-1299			Professional Fees				115,132.28
Motionsoft, Inc. 8701 Georgia Ave, Suite 200 Silver Spring, MD 20910	X		software				7,607.32
N.T.I.Linen Inc. PO Box 3786 OakBrook, IL 60522-3786	X		Supplies				13,256.51
National Flag & Display Co., Inc. 22 West 21st Street New York, NY 10010	X		Supplies				298.03
OCRF 14 Pennsylvania Plaza New York, NY 10122	X		Charity				22,894.51
One Source Visual Marketing Solutions 108 Weat 39th Street New York, NY 10018	X		Advertising				62,091.22
Plastek Cards 655 Metro Place South Dublin, OH 43017	X		Advertising				10,105.75
Power Gripps USA, Inc. 2007 41 Pomola Ave Sorrento, ME 04677	X		Supplies				1,311.60
The Protein Bakery 20 West 20th Street New York, NY 10011	X		Supplies				70.50
Ready Care Industries Inc. 15845 East 32nd Ave Aurora, CO 80011	X		Supplies				43,096.84

In re Club Ventures Investments LLCCase No. 11-10891

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER	CODEBTOR	HWJC	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Receivable Management Services PO Box 8500-55028 Philadelphia, PA 19178-5028	X		Collections				2,087.98
Sagacity Direct 623 SW Oak St Portland, OR 97205	X		Advertising				3,440.00
Shadow Public Relations 1133 Broadway, Suite 1222 New York, NY 10010	X		Advertising				27,991.91
Staples Advantage Dept DET Chicago, IL 60696-3689	X		Supplies				5,208.95
Star Insurance Company P O Box 31130 Tampa, FL 33631-3130	X		Insurance				2,906.00
Studio Sofield 380 Lafayette Street New York, NY 10003	X		Professional fees				50,784.91
Supero Omnia Inc. 6600 St.Urbain Montreal, QU H2S 3G8	X		Supplies				1,560.00
Tannenbaum Helpern Syracuse & Hirschtri 900 Third Avenue New York, NY 10022-4775			Professional Fees				183,500.08
Thornton Tomasetti, Inc. P. O. Box 826203 Philadelphia, PA 19182-6203	X		Supplies				4,131.84
Titan SEO, Inc. 355 West Grand Avenue STE 5 Escondido, CA 92025	X		Advertising				3,000.48
Uline 2200 S. Lakeside Drive Waukegan, IL 60085	X		Supplies				1,676.41

In re Club Ventures Investments LLCCase No. 11-10891

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER	CODEBTOR	HWJC	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
UPS P.O.Box 7247-0244 Philadelphia, PA 19170-0001	X		Supplies				457.21
UrbanDaddy Inc. 900 Broadway, Suite 808 New York, NY 10003	X		Advertising				2,300.00
V Magazine LLC 11 Mercer Street New York, NY 10013	X		Advertising				27,500.00
XO Communications 14239 Collections Center Drive Chicago, IL 60693	X		Communications				5,455.11
Elan Ben-Avi 500 E. 77th St. Apt. 1615 New York, NY 10162			Employment agreement			X	532,560.00
Mark Berkowitz 235 West 56th St. Apt. 24D New York, NY 10019	X		Employment agreement	X	X	X	3,570,000.00

Subtotal

\$4,138,272.32

(Total of this page)

Total Schedule F

In re Club Ventures Investments LLC,
DebtorCase No. 11-10891
(if known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Elan Ben-Avi 500 E77th Street, Apt 1615 New York, New York 10162	Employment Agreement April, 2010
Stephen Schwartz 52 Linda Ave White Plains, New York 10605	Letter of Employment February 22, 2009
Meridian Sports Club California, LLC 101 Fourth Street San Rafael, CA 94901	Management Agreement dated December 1, 2010
The Bravern LLC 228 108th Avenue NE Bellevue, Washington 98004	Guaranty of Lease Agreement dated July 18, 2007
Eastern Funding 213 West 35th Street New York, New York 10001	Capital equipment lease
Key Equipment Finance 1000 S McCaslin Blvd Superior, CO 80027	Capital equipment leases

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
 (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
NFS Leasing Inc 900 Cummings Center, Suite 302-U Beverly, M 01915	Capital equipment lease
CIT Group 1540 W. Fountainhead Parkway Tempe, AZ 85282	Capital equipment lease
VGM Leasing PO Box 77077 Minneapolis, MN 55480-7777	Capital equipment lease

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Club Ventures II, LLC; CV 2, LLC; CV II Gym, LLC; Club Ventures III, L.L.C.; CV 3, LLC; CV III Gym, LLC; Club Ventures IV, LLC; CV 4 LEASING, LLC; CV IV Gym, LLC; Club Ventures V, LLC; Club Ventures VI, LLC; CV VI, LLC; CV VII GYM, LLC; Club Ventures VIII, LLC; CV VIII GYM, LLC; Club Ventures IX, LLC; Club Ventures X, LLC; CV X Gym, LLC; Club Ventures XI, LLC; Club Ventures XII, LLC, DB 85 GYM CORP. (collectively, the "Subsidiaries")*	American Exp - Platinum P.O. Box 360001 Fort Lauderdale, FL 33336-0001
Subsidiaries	One Source Visual Marketing Solutions 108 Weat 39th Street New York, NY 10018
Subsidiaries	Studio Sofield 380 Lafayette Street New York, NY 10003
Subsidiaries	Ready Care Industries Inc. 15845 East 32nd Ave Aurora, CO 80011
Subsidiaries	CEMUSA NY, LLC 420 Lexington Avenue New York, NY 10170
Subsidiaries	Grainger DEPT. 864993175 Palatine, IL 60038-0001
Subsidiaries	Shadow Public Relations 1133 Broadway, Suite 1222 New York, NY 10010
Subsidiaries	V Magazine LLC 11 Mercer Street New York, NY 10013

*The corporate headquarters for the Subsidiaries is 50 West 23rd Street, 5th Floor, New York, New York 10011.

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

SCHEDULE H - CODEBTORS

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☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Subsidiaries	DailyCandy, Inc. 584 Broadway New York, NY 10012
Subsidiaries	OCRF 14 Pennsylvania Plaza New York, NY 10122
Subsidiaries	Core Sports Nutrition 154 Marine St. Farmingdale, NY 11735
Subsidiaries	Mojoware 206 Trenton street West Monroe, LA 71291
Subsidiaries	N.T.I.Linen Inc. PO Box 3786 OakBrook, IL 60522-3786
Subsidiaries	Americare Systems, Inc. 136 Arlington Avenue Bloomfield, NJ 7003
Subsidiaries	MaxTex PO Box 463 Alpharetta, GA 30004
Subsidiaries	CSI Software 3333 Richmond Avenue Houston, TX 77098

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Subsidiaries	Plastek Cards 655 Metro Place South Dublin, OH 43017
Subsidiaries	The Morris + King Company 101 Fifth Ave, 8th Floor New York, NY 10003
Subsidiaries	Bulbs.com 243 Stafford St. Worcester, MA 01603
Subsidiaries	Motionsoft, Inc. 8701 Georgia Ave, Suite 200 Silver Spring, MD 20910
Subsidiaries	Chromagraphics Press, Inc 3 Martha Drive Melville, NY 11747
Subsidiaries	Fed Ex P.O. Box 371461 Pittsburgh, PA 15250-7461
Subsidiaries	Alko Printing 3208 NE 2nd Ave. Miami, FL 33137
Subsidiaries	Staples Advantage Dept DET Chicago, IL 60696-3689

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

SCHEDULE H - CODEBTORS

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☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Subsidiaries	Life Fitness 2716 Network Place Chicago, IL 60673-1271
Subsidiaries	Thornton Tomasetti, Inc. P. O. Box 826203 Philadelphia, PA 19182-6203
Subsidiaries	CytexOne 50 Hudson Street 3rd Floor New York, NY 10013
Subsidiaries	Sagacity Direct 623 SW Oak St Portland, OR 97205
Subsidiaries	Titan SEO, Inc. 355 West Grand Avenue STE 5 Escondido, CA 92025
Subsidiaries	Star Insurance Company P O Box 31130 Tampa, FL 33631-3130
Subsidiaries	BMI General Licensing PO Box 406741 Atlanta, GA 30384
Subsidiaries	Captured Glory Promotional Branding 5201 NW 36 Street Miami Springs, FL 33166

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

SCHEDULE H - CODEBTORS

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☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Subsidiaries	UrbanDaddy Inc. 900 Broadway, Suite 808 New York, NY 10003
Subsidiaries	CareerBuilder, LLC 13047 Collection Center Drive Chicago, IL 60693-0130
Subsidiaries	Corporation Service Company P.O. Box 13397 Philadelphia, PA 19101-3397
Subsidiaries	Receivable Management Services PO Box 8500-55028 Philadelphia, PA 19178-5028
Subsidiaries	Uline 2200 S. Lakeside Drive Waukegan, IL 60085
Subsidiaries	C2 Imaging LLC 4537 Solutions Center Chicago, IL 60677-4005
Subsidiaries	Supero Omnia Inc. 6600 St.Urbain Montreal, QU H2S 3G8
Subsidiaries	Fitness Wholesale 1810 Summit Commerce Park Twinsburg, OH 44087

In re **Club Ventures Investments LLC**,**Debtor**Case No. **11-10891****(if known)****SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Subsidiaries	Power Gripps USA, Inc. 2007 41 Pomola Ave Sorrento, ME 04677
Subsidiaries	UPS P.O.Box 7247-0244 Philadelphia, PA 19170-0001
Subsidiaries	National Flag & Display Co., Inc. 22 West 21st Street New York, NY 10010
Subsidiaries	The Protein Bakery 20 West 20th Street New York, NY 10011
Subsidiaries	Praesidian Capital Investors, LP Praesidian II SPV 1 LP 419 Park Ave. South New York, NY 10016
Subsidiaries	LNB Holding LLC 277 Park Avenue New York, New York 10172
John Howard 277 Park Ave., 39th Fl. New York, NY 10072	Bank of America, N.A. 767 Fifth Ave. Floor 12A New York, New York 10016
Club Ventures III, L.L.C.; Club Ventures X, LLC	Eastern Funding 213 West 35th Street, Suite 1000 New York, NY 10001

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Club Ventures VIII, LLC; CV 4 LEASING, LLC; CV VI, LLC	NFS Leasing Inc. 900 Cummings Center Suite 302-U Beverly, MA 01915
CV 3, LLC; CV 4 LEASING, LLC; CV II Gym, LLC; CV III Gym, LLC; CV IV Gym, LLC; CV 2, LLC	VGM Leasing PO Box 77077 Minneapolis, MN 55480
CV 3, LLC; CV 3 LEASING, LLC; CV II Gym, LLC; CV III Gym, LLC; CV IV Gym, LLC	CIT Group 1540 W. Fountainhead Parkway Tempe, AZ 85282
CV 2, LLC	Key Equipment Finance 1000 S McCaslin Blvd Superior, CO 80027
John Howard, 277 Park Ave., 39th Fl. New York, NY 10072 David Barton, 163 W. 22nd St. #1, New York, NY 10010	Mark Berkowitz 235 West 56th St. Apt 24D New York, NY 10019

In re Club Ventures Investments LLC,
Debtor

Case No. 11-10891
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

_____ Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

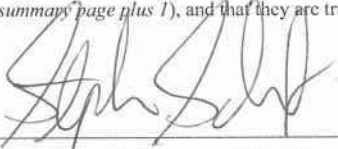
If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the limited liability company [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 25 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 4/26/2011

Signature: 
Stephen Schwartz, Chief Financial Officer
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.